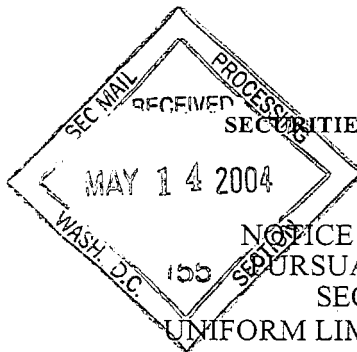


FORM D


 UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM D

 NOTICE OF SALE OF SECURITIES
 PURSUANT TO REGULATION D,
 SECTION 4(6), AND/OR
 UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	May 31, 2002
Estimated average burden hours per response.....	16.00

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

 Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)

Wabash Valley Power Association, Inc. Private Placement of Secured Notes

 Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☒ ULOE

 Type of Filing: ☒ New Filing ☐ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

 Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)

Wabash Valley Power Association, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)

722 N. High School Road, Indianapolis, IN 46214

Telephone Number (Including Area Code)

(317) 481-2815

 Address of Principal Business Operations (Number and Street, City, State, Zip Code)
 (if different from Executive Offices)

Telephone Number (including Area Code)

Brief Description of Business

Not-for-profit electricity generation and transmission cooperative



04029880

Type of Business Organization

☒ corporation

☐ limited partnership, already formed

☐ other (please specify):

☐ business trust

☐ limited partnership, to be formed

PROCESSED

MAY 20 2004

Actual or Estimated Date of Incorporation or Organization:

 Month Year
 1 2 6 3

☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

☐ IN ☐

THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (7-00) 1 of 8

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

SEE ATTACHED LIST, PART I

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

SEE ATTACHED LIST, PART II

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

A. Basic Identification Data

Part I - Directors of Wabash Valley Power Association, Inc.

Carrington, Phil 12210 N 725 W Russellville, IN 46175	Clem, Joe R. 9054 W 750 S Williamsport, IN 47993	Coonrod, Melvin R. 8666 N 800 E Monticello, IN 47960
Grott, John F. 8601 S 900 W Wanatah, IN 46390	Gingerich, Wayne 9465 W 750 S Hudson, IN 46747	Edmonds, Dennis 14254 S 550 E Goodland, In 47948
Hizer, Gerry 5277 W 600 S Kewanna, IN 46939	Mohr, Ronnie L. 5200 E 600 N Greenfield, In 46140	Hathaway, Joe R. 2153 S 100 W Veedersburg, IN 47987
Keffaber, James O. 2402 S 530 W Wabash, IN 46992	Taylor, G. Tom 2233 N 1000 W Thorntown, IN 46071	Rettinger, Jon 6322 E 14th Road Bourbon, IN 46504
Powell, Fred G. 4332 W 500 N Warsaw, IN 46580	Miller, Donald C. 2396 N 600 E Medaryville, IN 47957	[Carroll County Director - Open; to be elected at Board meeting on 6/2/04]
Warner, Fred 4063 N County Road 100 W Peru, IN 46970	Schlagenhauf, Alan 7108 E 500 S Bluffton, IN 46714	Hampshire, Jeff 3055 N 400 E LaGrange, IN 46761
Zumbrun, Wayne 2814 E. Baseline Road Albion, IN 46701	Heitmeyer, Gerald 22623 Road M Cloverdale, OH 45827	Truax, Hal D. 6759 N 100 E Pittsboro, IN 46167
Barth, Clarence 56890 Cowling Road Three Rivers, MI 49093	Russell, James L. 422 West Gump Road Fort Wayne, IN 46845	Smith, William Harold 17500 N County Road 700 E Dunkirk, IN 47336
Lehmann, Robert 26477 Donaldson Road Girard, IL 62640	Angus, Robert 1492 N 2550th Road Ottawa, IL 61350	Hentz, Thomas 11597 IL Highway 1 Paris, IL 61944

Part II - Executive Officers of Wabash Valley Power Association, Inc.

Martin, Edward P.
President and CEO
c/o Wabash Valley Power Association, Inc.
722 North High School Road
Indianapolis, IN 46214

Coons, Rick D.
Chief Operating Officer
c/o Wabash Valley Power Association, Inc.
722 North High School Road
Indianapolis, IN 46214

Conrad, Jeff A.
Chief Financial Officer
c/o Wabash Valley Power Association, Inc.
722 North High School Road
Indianapolis, IN 46214

Ross, Nancy R.
Senior Vice President Corporate Services
c/o Wabash Valley Power Association, Inc.
722 North High School Road
Indianapolis, IN 46214

Joyce, Katherine A.
Vice President of Marketing
c/o Wabash Valley Power Association, Inc.
722 North High School Road
Indianapolis, IN 46214

Ellis, Cathy
Vice President of Information Services
c/o Wabash Valley Power Association, Inc.
722 North High School Road
Indianapolis, IN 46214

Wilmes, Lee
Vice President of Power Supply
c/o Wabash Valley Power Association, Inc.
722 North High School Road
Indianapolis, IN 46214

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ☐ Yes ☒ No
Answer also in Appendix. Column 2, if filing under *ULOE*.
2. What is the minimum investment that will be accepted from any individual? \$ n/a
3. Does the offering permit joint ownership of a single unit? ☒ Yes ☐ No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

SPP Capital Partners, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

330 Madison Avenue, 28th Floor, New York, New York 10017

Name of Associated Broker or Dealer

Utility Financial Services, Inc. 13387 Travois Drive, Parker, CO 80138

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[<input checked="" type="checkbox"/> X]	[<input checked="" type="checkbox"/> X]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[<input checked="" type="checkbox"/> X]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[<input checked="" type="checkbox"/> X]	[NC]	[ND]	[NH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[<input checked="" type="checkbox"/> X]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[NH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[NH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none or zero." If the transaction is an "change offering," check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ 169,500,000	\$ 169,500,000
Equity	\$	\$
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify)	\$	\$
TOW	\$ 169,500,000	\$ 169,500,000

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none or zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	15	\$ 169,500,000
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only)		\$

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ 0
Printing and Engraving Costs Due diligence meeting costs	<input checked="" type="checkbox"/>	\$ 2082
Legal Fees	<input checked="" type="checkbox"/>	\$ 181,809.06
Accounting Fees	<input type="checkbox"/>	\$ 0
Engineering Fees	<input type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ 0
Other Expenses (identify) <u>Brokerage Fees and Expenses</u>	<input checked="" type="checkbox"/>	\$ 514,598
Total	<input checked="" type="checkbox"/>	\$

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." _____ \$ _____

5. Indicate below the amount of the adjusted proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment _____	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$39,800,000
Construction or leasing of plant buildings and facilities _____	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$5,000,000
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness _____	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$118,015,000
Working capital _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (specify): <u>Transmission and distribution-</u>	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$6,685,000
<u>related projects</u>	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Total Payments Listed (column totals added) _____	<input checked="" type="checkbox"/> \$169,500,000	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Wabash Valley Power Association, Inc.	Signature <i>Rick Coons</i>	Date 5/10/04
Name of Signer (Print or Type) Rick D. Coons	Title of Signer (Print or Type) Chief Operating Officer	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)


E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? _____ Yes ☐ No ☒

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Wabash Valley Power Association, Inc.		5/10/04
Name (Print or Type)	Title (Print or Type)	
Rick D. Coons	Chief Operating Officer	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL		X	Debt; \$169.5M	2	\$40,000,000	0	\$0		X
IN		X	Debt; \$169.5M	4	\$12,000,000	0	\$0		X
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN		X	Debt; \$169.5M	5	\$17,500,000	0	\$0		X
MS									
MO									

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if Yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MT									
NE									
NV									
NH									
NJ									
NM									
NY		X	Debt; \$169.5M	3	\$40,000,000	0	\$0		X
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI		X	Debt; \$169.5M	1	\$60,000,000	0	\$0		X
WY									
PR									